Edgar Filing: Marcial Edwin D - Form 4

Marcial Edw Form 4	vin D										
January 06,	2010										
FORM	14 UNITED	статро	SECH	DITIES A	ND EV		NCEC	OMMISSION		PROVAL	
	UNITED	SIAIES					INGE C	OMMINISSION	OMB Number:	3235-0287	
Check th if no lon subject to Section Form 4 c	ger o STATEN 16. or		Washington, D.C. 20549 DF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						January 31,Expires:2005Estimated averageburden hours perresponse0.5		
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(a) of the	Public U	. ,	ding Coi	npan	y Act of	e Act of 1934, 1935 or Sectior)	1		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Marcial Edwin D			2. Issuer Name and Ticker or Trading Symbol INTERCONTINENTALEXCHANGE					5. Relationship of Reporting Person(s) to Issuer			
			INC [IC	E]				(Chec	k all applicable)	
(Last) (First) (Middle) 2100 RIVEREDGE			3. Date of Earliest Transaction (Month/Day/Year) 01/04/2010					Director 10% Owner X Officer (give title Other (specify below) below)			
	Y, SUITE 500		01/04/20	510				Chief Techn	ology Officer	& SVP	
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		(Zip)						Person			
		-					-	ired, Disposed of,		•	
1.Title of Security (Instr. 3)	any				4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/04/2010			Code V F	Amount 1,058 (1)	or (D) D	Price \$ 112.87	Transaction(s) (Instr. 3 and 4) 30,024	D		
Common Stock	01/04/2010			F	555 <u>(2)</u>	D	\$ 112.87	29,469	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities (. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Marcial Edwin D 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			Chief Technology Officer & SVP					
Signatures								
/s/ Andrew J. Surdykowski, Attorney-in-fact		01/06/2010						
<u>**</u> Signature of Reporting Person		Date						

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on December 22, 2006. The vesting of the shares of performance based restricted stock units was

(1) units were granted to the ming person on December 22, 2000. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2007 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2008 - 2010. The third and final tranche was issued on January 1, 2010.

Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on December 28, 2007. The vesting of the shares of performance based restricted stock units was

(2) conditioned upon the achievement of certain 2008 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over a three year period from 2009 - 2011. The remaining 1,711 shares are scheduled to be issued on January 2, 2011 and taxes for this future issuance will be withheld at the time the shares are issued.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners